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*Special Counsel for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**LEHMAN BROTHERS HOLDINGS INC., *et al.*

Debtors.**

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**SUMMARY SHEETS ACCOMPANYING APPLICATION OF
LATHAM & WATKINS LLP FOR ALLOWANCE OF INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE SEVENTH INTERIM PERIOD**

Name of Applicant:	Latham & Watkins LLP (“ <u>Latham</u> ”)
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	Approved on May 18, 2010 <i>Nunc Pro Tunc</i> to March 1, 2010
Period for which Compensation and Reimbursement is Sought:	October 1, 2010 – January 31, 2011

Total Fees Incurred:	\$89,101.50 (80% is \$71,281.20) ¹
Application:	Total Fees Requested Herein: \$89,101.50 Total Fees Paid: \$71,922.80 ² Total Fees Outstanding: \$17,820.30 Less Overpaid Fees (\$641.60) Net Fees Outstanding: \$17,178.70 Total Expenses Incurred: \$381.80 Total Expenses Requested Herein: \$351.80 Total Expenses Paid: \$381.80 ³ Total Expenses Outstanding: \$0.00 Less Overtime Expense Paid (\$30.00) Total Outstanding: \$17,148.70

¹ Fees charged in January 2011 are based on the 2010 hourly rates of Latham. Such discounted rates have been applied pursuant to an agreement between Latham and the United States Trustee and only apply to the matter addressed in this Seventh Interim Fee Application of Latham for Compensation and Reimbursement of Expenses (Matter No. 043608-0005).

² As conveyed to the U.S. Trustee and the Fee Committee by Latham by email on March 28, 2011, Latham was overpaid for its January 2011 fees in the amount of \$641.60. This overpayment was based on the fact that the Fee Committee approved Latham's January 2011 fee application prior to the amendment of that application to account for Latham's agreement to charge discounted rates for services rendered in 2011. The amended January 2011 monthly application—which was sent to the U.S. Trustee and the Fee Committee on March 21, 2011—accounted for a reduction in fees by a total of \$802.00. We believe the \$641.60 overpayment received by Latham represents 80% of that \$802.00. In order to address the overpayment, we propose a deduction of \$641.60 from the 20% holdback.

³ In Latham's October 2010 monthly fee application, \$30.00 was charged for overtime. That amount was subsequently paid by the Debtors. Based on the local rules for the Southern District of New York, Latham has decided to deduct these expenses from the present application and proposes that the amount of \$30.00 be deducted from the 20% holdback.

**SUMMARY OF MONTHLY FEE STATEMENTS
SERVED DURING THE SEVENTH INTERIM PERIOD⁴**

Date Served	Period	Requested		Paid	
		Fees	Expenses	Fees	Expenses
11/30/2010	10/1/2010- 10/31/2010	\$31,011.50	\$143.50	\$24,809.20	\$173.50
12/22/2010	11/1/2010- 11/30/2010	\$4,497.00	\$50.26	\$3,597.60	\$50.26
1/24/2011	12/1/2010- 12/31/2010	\$34,853.00	\$92.59	\$27,882.40	\$92.59
2/25/2011	1/1/2011- 1/31/2011	\$18,740.00	\$65.45	\$15,633.60 ⁵	\$65.45
		Total Fees Requested:	Total Expenses Requested:	Total Fees Paid:	Total Expenses Paid:
		\$89,101.50	\$351.80	\$71,922.80	\$381.80

⁴ All amounts in this chart account for both the \$30.00 overpayment in expenses and Latham's agreement to charge 2010 hourly rates.

⁵ As conveyed to the U.S. Trustee and the Fee Committee by Latham by email on March 28, 2011, Latham was overpaid for its January 2011 fees in the amount of \$641.60. This overpayment was based on the fact that the Fee Committee approved Latham's January 2011 fee application prior to the amendment of that application to account for Latham's agreement to charge discounted rates for services rendered in 2011. The amended January 2011 monthly application—which was sent to the U.S. Trustee and the Fee Committee on March 21, 2011—accounted for a reduction in fees by a total of \$802.00. We believe the \$641.60 overpayment received by Latham represents 80% of that \$802.00. In order to address the overpayment, we propose a deduction of \$641.60 from the 20% holdback.

**SUMMARY OF PROFESSIONALS PROVIDING SERVICES
FROM OCTOBER 1, 2010 THROUGH JANUARY 31, 2011**

Name of Professional	Title	Year Admitted	Billing Rate	Total Hours	Total Amount Billed
Richard Chadakoff	Partner	1973	\$695.00	23.0	\$15,985.00
Lisa Watts	Partner	2000	\$695.00	1.5	\$1,042.50
Fredric Glassman	Associate, Sr.	2005	\$695.00	51.8	\$36,001.00
Shira Bressler	Associate, Jr.	2009	\$695.00	4.9	\$3,405.50
Jocelyn Noll	Associate, Jr.	2002	\$695.00	3.2	\$2,224.00
Aaron Singer	Associate, Jr.	2008	\$695.00	9.1	\$6,324.50
Annemarie Tackenberg	Associate, Jr.	2010	\$695.00	11.3	\$7,853.50
Christeen Walch	Associate, Jr.	2010	\$695.00	8.2	\$5,699.00
Elaine Wang	Associate, Jr.	2007	\$695.00	2.7	\$1,876.50
Delilah Iovino	Paralegal	N/A	\$275.00	12.3	\$3,382.50
Mark Leskiw	Paralegal	N/A	\$275.00	0.4	\$110.00
Yelizaveta Lozovatskaya	Paralegal	N/A	\$275.00	18.9	\$5,197.50
			Blended Rate¹: \$695.00	Total Hours: 147.3	Total Fees: \$89,101.50

¹ Blended rate excludes paraprofessionals.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*

Debtors.

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**APPLICATION OF LATHAM & WATKINS LLP FOR ALLOWANCE OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
SEVENTH INTERIM PERIOD**

COMES NOW Latham & Watkins LLP (“Latham” or “Applicant”), Special Counsel for Lehman Brothers Holdings Inc. (the “Debtor”) and certain of its subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”), as well as their non-debtor affiliates (collectively with the Debtors, “Lehman”), and files the Application of Latham & Watkins LLP for Allowance of Interim Compensation and Reimbursement of Expenses for the Seventh Interim Period (this “Application”) relating to the above-referenced bankruptcy case for the period from October 1, 2010 through January 31, 2011 (the “Seventh Interim Period”). Pursuant to the this Application, Latham seeks: (i) allowance of compensation for professional services Latham performed during the Seventh Interim Period in the total amount of \$89,101.50; and (ii) allowance of its actual and necessary expenses incurred during the Seventh Interim Period in the total amount of \$351.80. Latham files this Application pursuant to Sections 330 and 331 of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy”

Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Third Amended Interim Compensation Order (as defined herein). The total amount sought for fees represents approximately 115.7 hours of professional services and 31.6 hours of paraprofessional services, for a total blended rate of \$485.00. In support of this Application, Latham shows the Court the following:

Background

1. On September 15, 2008 (the “Commencement Date”) and periodically thereafter, the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. These Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered under Case No. 08-13555 (JMP) pursuant to Bankruptcy Rule 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 17, 2008, the United States Trustee for the Southern District of New York (Region 2) (the “U.S. Trustee”) appointed the official committee of unsecured creditors pursuant to Section 1102 of the Bankruptcy Code (the “Creditors’ Committee”).

3. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 (“SIPA”) with respect to Lehman Brothers Inc. (“LBI”). A trustee appointed under SIPA (the “SIPC Trustee”) is administering LBI’s estate.

4. On October 11, 2008, the Debtors filed the *Motion Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) for Authorization to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 833] (the “Interim Compensation Motion”). A hearing on the Interim Compensation Motion was held on November 5, 2008.

5. On November 5, 2008, the Court entered the *Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1388] (the “Interim Compensation Order”).

6. On November 11, 2008, the Debtors filed the *Notice of Presentment of Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1449], requesting that the Court amend the Interim Compensation Order.

7. On November 19, 2008, the Court entered the *Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1604] (the “Amended Interim Compensation Order”).

8. On March 9, 2009, the Debtors filed the *Notice of Presentment of Second Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3029] requesting that the Court amend the Amended Interim Compensation Order.

9. On March 13, 2009 the Court entered the *Second Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3102] (the “Second Interim Compensation Order”).

10. On May 26, 2009, the Court entered the *Order Appointing Fee Committee and Approving Fee Protocol* (the “Fee Committee Order”) [Docket No. 3651] in the above-styled case.

11. On June 13, 2009, the Debtors filed the *Notice of Presentment of Third Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3915] requesting that the Court amend the Second Amended Interim Compensation Order.

12. The Court entered the *Third Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 4165] (the “Third Amended Interim Compensation Order”) on June 25, 2009.

13. On May 5, 2010, the Debtors filed the *Application of the Debtors Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure for Authorization to Employ and Retain Latham & Watkins LLP as Special Counsel to the Debtors* [Docket No. 8793] (the “Employment Application”). On May 20, 2010 the Court entered the *Order Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure for Authorization to Employ and Retain Latham & Watkins LLP as Special Counsel to the Debtors* [Docket No. 9140] (the “Order Authorizing Employment”). No objections to the Employment Application were filed, and, accordingly, the Order Authorizing Employment became final.

14. On March 23, 2011, the Court entered the Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing the Expansion of the Scope of the Debtors’ Retention of Latham & Watkins LLP as Special Counsel, Nunc Pro Tunc to September 1, 2010 [Docket No. 15269] (the “**Expanded Retention Order**”). Pursuant to the Expanded Retention Order, the Debtors were permitted to expand Latham’s retention to include the Aegis Matter (as defined in Latham’s application, dated March 2, 2011). While the Expanded Retention Order provides that, with

respect to the Aegis Matter, Latham will apply for compensation and reimbursement of expenses through the monthly and interim fee application process, Latham does not apply for its compensation or the reimbursement of its expenses associated with the Aegis Matter by this Application. Instead, Latham will submit separate monthly fee applications and separate interim fee applications for the Aegis Matter. As such, none of the statements in this Application, including with respect to any agreement with the United States Trustee to apply Latham's 2010 billing rates, are applicable to the Aegis Matter.

15. Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and standing General Orders M-219 and M-348 of the Bankruptcy Court for the Southern District of New York, the Third Amended Interim Compensation Order authorizes the interim monthly compensation and reimbursement of expense procedures set forth in the Interim Compensation Motion.

16. The Fee Committee Order and the Third Amended Interim Compensation Order authorize professionals paid from the Debtors' bankruptcy estates to serve monthly statements ("Monthly Statements"), via hand or overnight delivery, seeking payment for services rendered and for out-of-pocket expenses or other charges incurred on or before the thirtieth (30th) day of each month following the month for which compensation is sought on (i) the Fee Committee (specifically, Richard Gitlin, Chairman of the Fee Committee); (ii) the Debtor; (iii) counsel for the Debtors, Weil, Gotshal & Manges, LLP ("Weil"); (iv) counsel for the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP; and (v) the Office of the United States Trustee for the Southern District of New York. The Third Amended Interim Compensation Order authorizes the Debtors to pay professionals eighty percent (80%) of fees

requested and one hundred percent (100%) of expenses identified in each Monthly Statement, if no objection is made to such Monthly Statement.

17. On May 18, 2010, this Court authorized the retention of Latham as special counsel to the Debtors, *nunc pro tunc* to March 1, 2010.

18. Prior to the time of its special retention, Latham had been properly retained as an ordinary course professional and was assessing fees in accordance with the *Amended Order Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code Authorizing the Debtors to Employ Professionals Utilized in the Ordinary Course of Business* (the “OCP Order”). Additionally, Latham continues to represent the Debtors on several matters in which third parties, and not the Debtors, are responsible for Latham’s fees and expenses. Both the U.S. Trustee and the Fee Committee have been apprised of both Latham’s previous OCP representation of the Debtors and the continuous representation of the Debtors in matters where third parties pay Latham’s fees and expenses.

Latham’s Interim Fee Application for the Seventh Interim Period

19. In accordance with Sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, the Fee Committee Order and the Third Amended Interim Compensation Order, Latham seeks (i) allowance of compensation for professional services Latham performed during the Seventh Interim Period in the total amount of \$89,101.50; and (ii) allowance of its actual and necessary expenses incurred during the Seventh Interim Period in the total amount of \$351.80.

20. As is noted above, for the Scout Portfolio matter, compensation sought includes time and expenses from October 1, 2010 through January 31, 2011. No compensation is currently sought for the Heritage matter.

21. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334(b). This matter is a core proceeding under 28 U.S.C. § 157(b).

22. By this Application, Latham submits its Monthly Statements in the total of \$89,453.30 (fees in the amount of \$89,101.50 and expenses in the amount of \$351.80) for services performed and expenses incurred during the Seventh Interim Period.

23. Latham has received payment in the amount of \$72,304.60 (of which \$71,922.80 was paid in respect of fees and \$381.80 was paid in respect of expenses incurred) from the Debtors during the Seventh Interim Period; therefore, in connection with the Seventh Interim Period, Latham has an outstanding balance for fees of \$17,820.30, for which Latham seeks an award of interim compensation for the period of October 1, 2010 – January 31, 2011 in the amount of \$17,148.70¹.

24. Notice of this Application will be served in accordance with the procedures set forth in the order entered on September 22, 2008 governing case management and administrative procedures for these cases [Docket No. 285] on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the attorneys for the Debtors' postpetition lenders; (iv) the Securities and Exchange Commission; (v) the Internal Revenue Service; (vi) the United States Attorney for the Southern District of New York; and (vii) all parties who have requested notice in these chapter 11 cases. Latham has served a copy of this Application upon Weil. Weil has offered and agreed to file and serve this Application, on behalf of Latham, upon (i) Lehman Brothers Holdings, Inc.; (ii) counsel for the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP; and (iii) the Office of the United States Trustee for the Southern District of New York.

25. Under Section 330 of the Bankruptcy Code, the Court may allow compensation and reimbursement of Latham's expenses only after notice and hearing. Bankruptcy Rule

¹ The difference between the outstanding balance for fees in the amount of \$17,820.30 and the amount that Latham here requests be paid accounts for the reduction of the holdback amount by \$30.00 for overtime fees previously paid and for the overpayment of \$641.60 under Latham's January 2011 fee application.

2002(a) provides that hearings on applications for compensation and reimbursement of expenses totaling in excess of \$1,000 must be on twenty (20) day notice to parties in interest. Section 331 of the Bankruptcy Code authorizes the filing of interim fee applications. This Application is the second such application made by Latham under Section 331 of the Bankruptcy Code.

26. All legal services performed by Latham were performed for and on behalf of Lehman and not on behalf of any committee, creditor, or other person or entity.

27. Attached hereto as Exhibit A are copies of the time detail for the Seventh Interim Period (October 2010 through January 2011). This exhibit sets forth the time descriptions by Latham professionals by code related to the matter or tasks reflected in the time entries.

28. Attached hereto as Exhibit B is a summary of the expenses by month for which reimbursement is sought.

29. Attached hereto as Exhibit C is a summary of materials from the Fee Application of Latham & Watkins LLP for Compensation and Reimbursement of Expenses for the Seventh Interim Period.

30. The following is a brief summary of the qualifications of each of the professionals from Latham representing the Debtors for which compensation is sought:

Professionals:

Richard L. Chadakoff: Richard L. Chadakoff is a partner with the law firm of Latham, practicing since 1974, with experience in capital markets, real estate and REITs matters.

Lisa G. Watts: Lisa G. Watts is a partner with the law firm of Latham, practicing since 2000, with experience in international tax, transactional tax and REITs matters.

Frederick D. Glassman: Frederick D. Glassman was an associate with the law firm of Latham, practicing since 2005, with experience in capital markets and real estate matters.

Shira Bressler: Shira Bressler is an associate with the law firm of Latham, practicing since 2009, with experience in banking, restructuring, insolvency and workouts.

Jocelyn F. Noll: Jocelyn F. Noll is an associate with the law firm of Latham, practicing since 2001, with experience in international tax and transactional tax.

Aaron M. Singer: Aaron M. Singer is an associate with the law firm of Latham, practicing since 2008, with experience in banking, restructuring, insolvency and workouts.

Annemarie V. Tackenberg: Annemarie V. Tackenberg is an associate with the law firm of Latham, practicing since 2010, with experience in banking, restructuring, insolvency and workouts.

Christeen Walch: Christeen Walch is an associate with the law firm of Latham, practicing since 2010, with experience in banking, restructuring, insolvency and workouts.

Elaine P. Wang: Elaine P. Wang is an associate with the law firm of Latham, practicing since 2007, with experience in real estate.

Paraprofessionals:

Delilah Iovino: Delilah Iovino is a paralegal with the law firm of Latham who has experience in financial and title insurance matters. Ms. Iovino has preformed services for which an attorney was not required in order to minimize costs and expenses.

Mark Leskiw: Mark Leskiw is a paralegal with the law firm of Latham who has experience in financial and title insurance matters. Mr. Leskiw has preformed services for which an attorney was not required in order to minimize costs and expenses.

Yelizaveta Lozovatskaya: Yelizaveta Lozovatskaya is a paralegal with the law firm of Latham who has experience in financial and insolvency matters. Ms. Lozovatskaya has preformed services for which an attorney was not required in order to minimize costs and expenses.

**Activities in the Case During the Seventh Interim
Period Covered by This Application**

31. The matter undertaken by Latham during the Seventh Interim Period and covered by this interim fee application is summarized below. The following summary is intended to highlight the services rendered by Latham, and is not meant to be a detailed description of all of the work performed. Detailed descriptions of the day-to-day services provided by Latham and the time expended performing such services in each project billing category are fully set forth in Exhibits A and B.

The Scout Portfolio matter (043608-0005):

32. This matter relates to the settlements and workout of two loans made to entities controlled by Alan J. Worden, including the settlement of one defaulted loan (a revolving credit facility) and the restructuring of a mortgage loan, involving various covenants, releases and transfers.

33. The attorneys working on the Scout Portfolio matter are: Richard Chadakoff, Lisa Watts, Frederick Glassman (formerly of Latham), Aaron Singer, Annemarie Tackenberg (a/k/a Annemarie Reilly), Shira Bressler, Jocelyn F. Noll, Christeen Walch and Elaine P. Wang.

The Heritage matter (038817-0017):

34. No work was performed on this matter during the Seventh Interim Period, and no fees are currently sought for this matter.

Statutory Basis for Compensation

35. Sections 330 and 331 of the Bankruptcy Code provide the statutory basis for compensation of professionals in bankruptcy cases. Section 330 provides that a court may award a professional employed under Section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to an examiner, trustee under chapter 11, or professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which

the service was rendered toward the completion of, a case under this title;

- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

36. The Bankruptcy Code provisions concerning the compensation of professionals are designed to ensure that qualified attorneys will be compensated for services rendered to debtors at a market rate for comparable services rendered in non-bankruptcy cases. See In re Ames Dep't Stores, Inc., 76 F.3d 66, 71 (2d Cir. 1996). The rationale behind this goal is to ensure that counsel will not be deterred from taking bankruptcy cases due to failure to pay adequate compensation. Id. at 72.

37. Latham respectfully represents to the Court that the fees and expenses requested to be paid are allowable and reasonable pursuant to the twelve (12) factor test as set forth in Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974), as well as the amendments to Section 330 of the Bankruptcy Code. Those tests and the applicability of each test to the services performed by Latham in this case are set forth below:

- A. Time and Labor Required: During the period of October 1, 2010 through January 31, 2011, Latham has expended 147.3 hours as Special Counsel to Lehman. This is a blended hourly rate, including paralegals, of

approximately \$485.00. Again, the substance of the time expended is set forth fully in Exhibit A to this Application.

- B. Novelty and Difficulty of Questions Presented: The above-referenced matter has involved novel and difficult issues.
- C. Skill Requisite to Perform Legal Services: Latham respectfully represents that it has the skill to perform the legal services rendered in a professional fashion.
- D. Preclusion of Other Employment Due to Acceptance of the Case: The amount of time devoted to the above-referenced matter by the attorneys and paraprofessionals of Latham significantly precluded them from performing other work to the extent of the time devoted to this case as covered by this Application.
- E. Customary Fees for the Type of Services Rendered: Latham respectfully represents that the fees requested herein are within the range of customary fees for the type of services rendered and are based upon the hours actually spent and multiplied by the normal billing rates for work of this nature, and that the billing rates are in keeping with the hourly rates charged by Latham on non-bankruptcy matters.²
- F. Whether the Fee is Fixed or Contingent: Latham believes that its fees and expenses in the above-referenced matters are contingent only to the extent that they are subject to this Court's approval.

² Pursuant to an agreement between Latham and the United States Trustee, Latham has agreed to discount its rate for fees in 2011 by administering services at its 2010 hourly billing rates. Such discounted rates only apply to the matter addressed in this Seventh Interim Fee Application of Latham & Watkins LLP for Compensation and Reimbursement of Expenses (Matter No. 043608-0005).

- G. Time Limitations Imposed by the Client or the Circumstances: The time limitations imposed or created by the circumstances of the above-referenced matter often required intense work by Latham under short time-frames.
- H. Amounts Involved and Results Obtained: Latham respectfully represents that it has obtained good results for Lehman as Special Counsel thus far in the above-referenced matter.
- I. Experience, Reputation and Ability of Attorneys: Latham respectfully represents that Latham has experience within the areas involved in its representation of Lehman.
- J. Undesirability of the Case: Latham respectfully represents that this factor is not applicable to this proceeding.
- K. Nature and Length of Professional Relationship with Client: Latham has represented Lehman, at various times and on various matters prior to the Commencement Date, since at least September 25, 2001.
- L. Awards in Similar Cases: Latham respectfully represents that its Application, and the costs and fees sought herein, is in keeping with similar applications for the payment of professional fees and expenses, including attorneys' fees in other cases.

38. Based on the foregoing, Latham submits that the services rendered to Lehman, for which compensation is sought herein, were necessary and beneficial to the Debtors' estates and parties in interest. Latham further submits that the compensation requested herein is reasonable

in light of the nature, extent and value of such services to the Debtors, their estates and all parties in interest.

Compliance with Applicable Rules

39. Pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Amended Guidelines”), attached hereto as Exhibit D is a copy of the Certification of Gregory O. Lunt (the “Lunt Certification”) certifying compliance with the same.

40. During the Seventh Interim Period, Latham received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity in connection with the fees and expenses sought to be allowed pursuant to this Application. There is no agreement or understanding between Latham and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

41. As set forth in the Lunt Certification, the fees charged by Latham in these cases are billed in accordance with the 2010 billing rates and procedures in effect during the Seventh Interim Period. The rates Latham charges for the services rendered by its professionals and paraprofessionals in these cases for client-matter number 038817-0017 are the same rates Latham charged for professional and paraprofessional services rendered in comparable non-bankruptcy related matters in the year 2010³. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national market.

42. Pursuant to the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 adopted on January

³ Latham’s ordinary billing rates for the year 2011 are higher than the 2010 rates charged for the matter covered by the Application.

30, 1996 (the “UST Guidelines”), attached hereto as Exhibit C is a breakdown of the hours, hourly rates and fees attributable to the various individuals at Latham who rendered the services for which compensation is sought in the Application.

Actual and Necessary Expenses

43. As set forth in Exhibit B attached hereto, Latham has incurred \$381.80⁴ of expenses in providing professional services to the debtors during the Seventh Interim Period.

44. Latham charged \$0.17 per page for photocopying. Latham utilizes an electronic device that electronically records the number of copies made. Whenever feasible, Latham sends large photocopying projects to a service that charges a reduced rate for photocopying. Latham does not charge for incoming facsimile transmissions and only charges the cost of the long distance telephone call, if applicable, for outgoing facsimile transmissions.

45. Latham’s charges for photocopying and facsimile transmissions do not exceed the maximum rate set forth by the Amended Guidelines. These charges are intended to cover Latham’s direct operating costs, including the use of machines, supplies and labor expenses, which costs are not incorporated in the Latham hourly billing rates.

46. Latham has flat rate contracts with LEXIS and WESTLAW for computerized legal research. The charges incurred each month are allocated to relevant clients. The resulting rates are less than the standard rates charged by LEXIS and WESTLAW.

47. Latham believes the foregoing rates and expenses are the market rates generally employed by the majority of law firms when charging their clients for such services.

⁴ In Latham’s October 2010 monthly fee application, \$30.00 was charged for overtime. That amount was subsequently paid by the Debtors. Based on the local rules for the Southern District of New York, Latham has decided to deduct these expenses from the present application and proposes that the amount of \$30.00 be deducted from the 20% holdback.

Notice

48. Notice of this Application will be served in accordance with the procedures set forth in the order entered on September 22, 2008 governing case management and administrative procedures for these cases [Docket No. 285] on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the attorneys for the Debtors' postpetition lenders; (iv) the Securities and Exchange Commission; (v) the Internal Revenue Service; (vi) the United States Attorney for the Southern District of New York; and (vii) all parties who have requested notice in these chapter 11 cases. Latham has arranged to have a copy of this Application served upon (i) Lehman Brothers Holdings, Inc.; (ii) counsel for the Debtors, Weil, Gotshal & Manges, LLP; (iii) counsel for the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP; and (iv) the Office of the United States Trustee for the Southern District of New York.

Conclusion

WHEREFORE, Latham respectfully requests the entry of an order in the form attached hereto as Exhibit E: (i) allowing the compensation for professional services performed by Latham during the Seventh Interim Period in the total amount of \$89,101.50 and reimbursement of actual expenses Latham incurred during the Seventh Interim Period in the amount of \$351.80; and (ii) granting Latham such other and further relief as this Court deems just and proper.

Respectfully submitted this 30th day of March, 2011.

LATHAM & WATKINS LLP

By: /s/ Aaron M. Singer
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*Special Counsel for Debtors
and Debtors in Possession*

EXHIBIT A

Monthly Statements from October 1, 2010 through January 31, 2011

Time Entries for October 2010

Date of Service	Timekeeper Last Name	Timekeeper First Name	Rate	Matter Number	Task Code	Time (Hours)	Activity Description (Notes)	Total Fees for Each Task
10/4/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	0.3	EMAILS REGARDING LIMITED LIABILITY COMPANY (0.1); LENDER FEES (0.1); REVIEW SETTLEMENT AGREEMENT (0.1)	\$208.50
10/5/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	0.3	EMAILS REGARDING SCOUT REIMBURSEMENT (0.2); EMAILS REGARDING LIMITED LIABILITY COMPANY (0.1)	\$208.50
10/6/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	1.6	TELEPHONE CALL L. MARTINS, E. WANG REGARDING COMMENTS TO LIMITED LIABILITY COMPANY AGREEMENT (0.2); TELEPHONE CALL J. NOLL REGARDING DISTRIBUTIONS (0.2); TELEPHONE CALL S. KLEIN, D. DREWES, E. WANG (0.4); REVISIONS TO LIMITED LIABILITY COMPANY AGREEMENT (0.4); TELEPHONE CALL C. GLOVER REGARDING REPRESENTATIONS FOR HAWAII LOAN (0.4)	\$1,112.00
10/6/2010	Noll	Jocelyn	\$695.00	038817-0017	2000	0.2	CALL WITH R. CHADAKOFF	\$139.00
10/6/2010	Wang	Elaine	\$695.00	038817-0017	2000	1.5	PARTICIPATE IN CONFERENCE CALLS TO DISCUSS FINALIZATION OF DOCUMENTATION (0.4); COORDINATE CLOSING ITEMS (0.8); CORRESPONDENCE ON SAME (0.3)	\$1,042.50
10/6/2010	Iovino	Delilah	\$275.00	038817-0017	2000	0.9	REVIEW DOCUMENTS AND PROVIDE SIGNATURE BLOCKS TO WILKIE.	\$247.50

10/7/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	1.4	EMAILS (0.1); REVIEW REVISED LIMITED LIABILITY COMPANY AGREEMENT (0.4); TELEPHONE CALL J. NOLL REGARDING TAX COMMENTS (0.4); TELEPHONE CALL C. GLOVER REGARDING HAWAII LOAN REPRESENTATIONS CBR (0.3) ; TELEPHONE CALL L. MARTINS (0.2)	\$973.00
10/7/2010	Watts	Lisa	\$695.00	038817-0017	2000	1	REVIEW TRANSACTION DOCUMENT (0.8); EMAILS (0.2)	\$695.00
10/7/2010	Noll	Jocelyn	\$695.00	038817-0017	2000	2.7	REVISE LIMITED LIABILITY COMPANY AGREEMENT	\$1,876.50
10/7/2010	Iovino	Delilah	\$275.00	038817-0017	2000	1.1	FOLLOW-UP WITH TITLE COMPANY REGARDING AFFIDAVITS (0.6); FORWARD SAME TO WILKIE (0.1); REVIEW MARK-UPS (0.4)	\$302.50
10/8/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	2.8	TELEPHONE CONFERENCE WITH D. DREWES, C. GLOVER REGARDING CHANGES TO LIMITED LIABILITY COMPANY AGREEMENT (0.8); TELEPHONE CONFERENCE WITH L. MARTINS REGARDING LIMITED LIABILITY COMPANY AGREEMENT (0.5); REVIEW FINAL CHANGES TO MANAGEMENT AGREEMENT - TO LIMITED LIABILITY COMPANY AGREEMENT (2X) (0.8); TELEPHONE CONFERENCE WITH C. GLOVER, L. MARTINS REGARDING REPRESENTATION MODIFICATIONS (0.7)	\$1,946.00
10/8/2010	Watts	Lisa	\$695.00	038817-0017	2000	0.5	REVIEW TRANSACTION DOCUMENTS (0.3); EMAILS (0.2)	\$347.50
10/8/2010	Noll	Jocelyn	\$695.00	038817-0017	2000	0.3	CALL WITH L. WATTS (0.2); REVISE LIMITED LIABILITY COMPANY AGREEMENT (0.1)	\$208.50
10/8/2010	Wang	Elaine	\$695.00	038817-0017	2000	0.4	ATTENTION TO CLOSING (0.2); CORRESPONDENCE WITH BORROWER'S COUNSEL AND D.	\$278.00

							IOVINO (0.2)	
10/8/2010	Iovino	Delilah	\$275.00	038817-0017	2000	2.7	PREPARE SIGNATURE PAGES AND DISTRIBUTE FOR SIGNATURE (1.0); REVIEW ENDORSEMENTS AND SIGN OFF ON SAME (1.0); REVIEW COPIES OF EXCEPTION DOCUMENTS (0.7)	\$742.50
10/11/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	1.8	EMAILS (0.1); CONFERENCE F. GLASSMAN REGARDING CLOSING AND TITLE (0.6); CONFERENCE CALL WILLKIE, LATHAM, LEHMAN, SCOUT REGARDING CLOSING (0.5); REVIEW LIMITED LIABILITY COMPANY CHANGES (0.4); TELEPHONE CALL D. DREWES (0.2)	\$1,251.00
10/11/2010	Glassman	Fredric	\$695.00	038817-0017	2000	4.5	WORKING GROUP CALL REGARDING CLOSING MECHANICS (0.5); FINALIZE ALL CLOSING DOCUMENTS (1.0); DRAFT AND UPDATE CLOSING CHECKLIST (1.0); FINALIZE LIMITED LIABILITY COMPANY AGREEMENT AND RELATED SCHEDULES (0.5); REVIEW TITLE UPDATES (0.2); MEETING WITH E. WANWANG REGARDING LOGISTICS (0.5); VARIOUS CALLS WITH CLIENT AND WILLKIE REGARDING NEGOTIATION OF DEAL DOCUMENTS AND CLOSING LOGISTICS (0.8)	\$3,127.50
10/11/2010	Wang	Elaine	\$695.00	038817-0017	2000	0.8	MEETING WITH F. GLASSMAN TO DISCUSS CLOSING (0.2); PARTICIPATE IN CHECKLIST CALL (0.4); REVIEW CORRESPONDENCE (0.2)	\$556.00
10/12/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	1.1	REVIEW FINAL HAWAII LOAN REPRESENTATIONS (0.2); TELEPHONE CALL C. GLOVER (0.3); CHECKLIST CALL (0.4); TELEPHONE CALL D. IOVINO, F. GLASSMAN REGARDING TITLE (0.2)	\$764.50

10/12/2010	Glassman	Fredric	\$695.00	038817-0017	2000	4.3	TRAVEL TO OFFICES OF WILLKIE FOR CLOSING (0.3); FINALIZE VARIOUS DEAL AND TITLE DOCUMENTS IN PREPARATION FOR CLOSING (2.0); CLOSING (2.0)	\$2,988.50
10/13/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	1.4	TELEPHONE CALL F. GLASSMAN (3X) (0.4); EMAILS REGARDING CLOSING (0.2); TITLE (0.2); REVIEW CLOSING CONDITIONS (0.2); FUNDING EMAILS (0.2); CLOSING (0.2)	\$973.00
10/13/2010	Glassman	Fredric	\$695.00	038817-0017	2000	1.3	REVIEW SRHM ASSIGNMENTS (0.5); REVIEW AND COMMENT ON TITLE ENDORSEMENTS (0.2); ATTEND TO VARIOUS CLOSING MATTERS (0.1); VARIOUS CALLS ON SAME (0.5)	\$903.50
10/13/2010	Iovino	Delilah	\$275.00	038817-0017	2000	2.4	COORDINATE WITH TITLE COMPANY REGARDING REVISIONS TO ENDORSEMENTS (1.2); FOLLOW-UP ON COMMENTS ON REVISED AFFIDAVITS (0.4); REVIEW REVISED DOCUMENTS AND CIRCULATE SAME (0.8)	\$660.00
10/13/2010	Leskiw	Mark	\$275.00	038817-0017	2000	0.4	MEET WITH D. IOVINO REGARDING NON-IMPUTATION AND DATE DOWN ENDORSEMENTS	\$110.00
10/13/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.1	EMAIL CORRESPONDENCE WITH M. D'ONZA REGARDING MONTHLY FEE APPLICATION	\$27.50
10/14/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	0.5	EMAILS (0.2); TELEPHONE CALL F. GLASSMAN REGARDING CLOSING (0.3)	\$347.50
10/14/2010	Glassman	Fredric	\$695.00	038817-0017	2000	1.2	ATTEND TO VARIOUS LOGISTICS REGARDING CLOSING (0.3); REVIEW FINAL DOCUMENTS FOR CLOSING (0.9)	\$834.00
10/15/2010	Glassman	Fredric	\$695.00	038817-0017	2000	0.3	ATTEND TO CLOSING LOGISTICS	\$208.50
10/15/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.9	ASSEMBLE SEPTEMBER LEHMAN FEE APPLICATION	\$247.50

10/16/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.2	REVIEW EMAIL CORRESPONDENCE REGARDING FEE AUDITOR'S COMMENTS	\$139.00
10/17/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	1.6	ASSEMBLE SEPTEMBER LEHMAN FEE APPLICATION	\$440.00
10/18/2010	Glassman	Fredric	\$695.00	038817-0017	2000	0.4	CALL WITH WILLKIE REGARDING KELLEY HOUSE CLOSING; CALL WITH CLIENT ON SAME	\$278.00
10/18/2010	Tackenberg	Annemarie	\$695.00	038817-0017	2000	0.5	PHONE CALL WITH A.SINGER REGARDING FEE SUMMARY SPREADSHEET (0.2); REVIEW FEE SUMMARY SPREADSHEET FOR OPEN ISSUES (0.3)	\$347.50
10/18/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.5	REVIEW COMMENTS FROM FEE AUDITOR AND PROVIDE ASSIGNMENT TO A. TACKENBERG;	\$347.50
10/18/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	1	ASSEMBLE SEPTEMBER LEHMAN FEE APPLICATION	\$275.00
10/19/2010	Tackenberg	Annemarie	\$695.00	038817-0017	2000	1.1	REVIEW SUMMARY OF FEES PROVIDED BY FEE AUDITOR (0.2); ADDRESS DEDUCTION OF ADMINISTRATIVE FEES (0.1); EMAIL A.SINGER REGARDING SUMMARY OF FEES (0.1); EMAIL J.GREENBERG REGARDING OUTSTANDING FEE ISSUES (0.2); EMAIL GLODOCS REGARDING MISSING FEE DESCRIPTION (0.2); EMAIL PARALEGAL REGARDING MISSING FEE DESCRIPTION (0.1); PHONE CALL WITH PARALEGAL REGARDING FEE DESCRIPTION (0.1); INSERT DESCRIPTIONS OF EXPENSES ON SUMMARY OF FEES CHART (0.1)	\$764.50
10/19/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.2	PROVIDE ASSIGNMENT TO A. TACKENBERG AND SETUP CALL WITH FEE AUDITOR	\$139.00
10/20/2010	Glassman	Fredric	\$695.00	038817-0017	2000	0.2	COORDINATE WITH CLIENT ON CLOSING DOCUMENTS AND	\$139.00

							PROVISION THEREOF	
10/20/2010	Tackenberg	Annemarie	\$695.00	038817-0017	2000	1.3	PHONE CALL WITH FEE AUDITOR REGARDING SUMMARY RESPONSE (0.2); PHONE CALL WITH A.SINGER REGARDING SUMMARY RESPONSE (0.2); PHONE CALL WITH J.GREENBERG REGARDING DETAILS OF TIME ENTRIES (0.3); EMAIL PARALEGALS REGARDING DETAILS OF TIME ENTRIES (0.1); EMAIL J.GREENBERG REGARDING DETAILS OF RESEARCH EXPENSES (0.2); EMAIL K.SIMON REGARDING BREAKDOWN OF TIME ENTRIES (0.1); REVISE SUMMARY CHART TO REFLECT CHANGES TO TIME ENTRIES (0.2)	\$903.50
10/20/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.3	DISCUSS QUESTIONS RAISED BY FEE AUDITOR WITH FEE AUDITOR AND GIVE ASSIGNMENT TO A. TACKENBERG (0.3);	\$208.50
10/20/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.4	EMAIL CORRESPONDENCE WITH A. SINGER AND M. D'ONZA REGARDING INTERIM FEE (0.10); BEGIN DRAFTING INTERIM FEE APPLICATION (0.30)	\$110.00
10/21/2010	Tackenberg	Annemarie	\$695.00	038817-0017	2000	0.7	EMAIL J.GREENBERG REGARDING TIME ENTRIES (0.1); DRAFT RESPONSES TO FEE AUDITOR ISSUES (0.6)	\$486.50
10/22/2010	Tackenberg	Annemarie	\$695.00	038817-0017	2000	1.2	MEETING WITH L.LOZOVATSKAYA REGARDING FEE APPLICATION PROCEDURES (0.4); REVISE FEE APPLICATION SUMMARY RESPONSES (0.3); EMAIL A.SINGER REGARDING FEE APPLICATION SUMMARY RESPONSES (0.1); REVISE FEE APPLICATION SUMMARY RESPONSES (0.3); EMAIL A.SINGER REGARDING RESPONSES (0.1)	\$834.00

10/22/2010	Singer	Aaron	\$695.00	038817-0017	2000	1	REVIEW MONTHLY FEE APPLICATION AND INTERIM FEE APPLICATION RESPONSES	\$695.00
10/22/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	1.1	REVISE SEPTEMBER FEE APPLICATION (0.60); MEET WITH A. TACKENBERG REGARDING INTERIM AND MONTHLY FEE APPLICATION (0.40); EMAIL CORRESPONDENCE WITH A. SINGER REGARDING SAME (0.10);	\$302.50
10/23/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.3	INTERIM FEE APPLICATION AND MONTHLY FEE APPLICATION PREPARATION;	\$208.50
10/25/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.2	FINALIZE FEE APPLICATION AND INTERIM RESPONSE;	\$139.00
10/26/2010	Tackenberg	Annemarie	\$695.00	038817-0017	2000	0.4	REVIEW FINAL RESPONSE TO FEE ISSUES SPREADSHEET (0.2); EMAIL FEE AUDITOR REGARDING RESPONSE TO FEE ISSUES (0.2)	\$278.00
10/26/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.5	PREPARE RESPONSES TO INTERIM FEE APPLICATION (0.3); EMAIL CORRESPONDENCE REGARDING OCP ORDER AND IMPACT ON BILLING (0.2);	\$347.50
10/26/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	1.1	PREPARE INTERIM FEE APPLICATION (0.70); UPDATE COVER LETTER, FINALIZE MONTHLY APPLICATION AND ARRANGE FOR DELIVERY (0.40)	\$302.50

Time Entries for November 2010

Date of Service	Timekeeper Last Name	Timekeeper First Name	Rate	Matter Number	Task Code	Time (Hours)	Activity Description (Notes)	Total Fees for Each Task
11/2/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	0.3	TELEPHONE CALL F. GLASSMAN (0.2); EMAILS REGARDING KELLEY HOUSE CLOSING (0.1)	\$208.50
11/2/2010	Glassman	Frederic	\$695.00	038817-0018	2000	0.2	CALL WITH WILLKIE REGARDING STATUS OF KELLEY HOUSE CLOSING;	\$139.00
11/2/2010	Singer	Aaron	\$695.00	038817-0019	2000	0.1	REVIEW FEE AUDITOR RELEASES;	\$69.50
11/10/2010	Singer	Aaron	\$695.00	038817-0020	2000	0.1	EMAIL CORRESPONDENCE REGARDING FEE APPLICATIONS;	\$69.50
11/17/2010	Singer	Aaron	\$695.00	038817-0021	2000	0.1	REVIEW FEE APPLICATION MATERIALS;	\$69.50
11/18/2010	Singer	Aaron	\$695.00	038817-0022	2000	0.1	REVIEW FEE APPLICATION;	\$69.50
11/19/2010	Tackenberg	Annemarie	\$695.00	038817-0023	2000	0.7	REVIEW INVOICES CREATED BY PARALEGAL (0.3); REVIEW INFORMATION PROVIDED BY FEE AUDITOR (0.4)	\$486.50
11/19/2010	Singer	Aaron	\$695.00	038817-0024	2000	0.4	FEE APPLICATION REVIEW;	\$278.00
11/22/2010	Tackenberg	Annemarie	\$695.00	038817-0025	2000	0.4	MEET WITH L.LOZOVATSKAYA REGARDING FEE APPLICATION (0.2); REVISE FEE APPLICATION (0.2)	\$278.00
11/22/2010	Singer	Aaron	\$695.00	038817-0026	2000	0.1	MEET WITH A. TACKENBERG TO DISCUSS;INTERIM FEE APPLICATION;	\$69.50
11/22/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0027	2000	0.2	EMAIL CORRESPONDENCE WITH A. SINGER AND A. TACKENBERG REGARDING LEHMAN FEE APPLICATION	\$55.00

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11/23/2010	Chadakoff	Richard	\$695.00	038817-0028	2000	0.6	REVIEW SETTLEMENT AGREEMENT (0.2); EMAILS (0.1); CONFERENCE F. GLASSMAN REGARDING KELLEY HOUSE EXPENSES (0.3)	\$417.00
11/23/2010	Glassman	Frederic	\$695.00	038817-0029	2000	0.3	REVIEW PAYABLES PROVISIONS (0.2); SUMMARIZE SAME (0.1)	\$208.50
11/23/2010	Tackenberg	Annemarie	\$695.00	038817-0030	2000	0.2	REVIEW FINAL FEE APPLICATION (0.1); EMAIL A.SINGER REGARDING FEE APPLICATION (0.1)	\$139.00
11/23/2010	Singer	Aaron	\$695.00	038817-0031	2000	0.5	REVIEW MONTHLY FEE APPLICATION AND MAKE REVISIONS;	\$347.50
11/23/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0032	2000	1.5	REVISE OCTOBER FEE APPLICATION	\$412.50
11/24/2010	Chadakoff	Richard	\$695.00	038817-0033	2000	0.7	CONFERENCE F. GLASSMAN REGARDING PAYMENT OF KH EXPENSES (0.5); EMAILS (0.2)	\$486.50
11/24/2010	Glassman	Frederic	\$695.00	038817-0034	2000	0.3	CORRESPONDENCE WITH WORKING GROUP REGARDING KELLEY HOUSE FUNDING	\$208.50
11/29/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0035	2000	0.5	FINALIZE AND SEND OCTOBER FEE APPLICATION	\$137.50
11/30/2010	Glassman	Frederic	\$695.00	038817-0036	2000	0.4	CALL WITH C. GLOVER REGARDING CONSTRUCTION JV AGREEMENT (0.3); EMAIL CORRESPONDENCE REGARDING KELLEY HOUSE CLOSING (0.1)	\$278.00
11/30/2010	Singer	Aaron	\$695.00	038817-0037	2000	0.1	REVIEW FEE APPLICATION;	\$69.50

Time Entries for December 2010

Row Number	Timekeeper Last Name	Timekeeper First Name	Rate	Matter Number	Task Code	Time (Hours)	Activity Description (Notes)	Total Fees for Each Task
11/30/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.1	EMAIL CORRESPONDENCE WITH A. SINGER REGARDING INTERIM FEE APPLICATION (0.1)	\$27.50
12/1/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	1.1	REVIEW KELLEY HOUSE LOAN CHECKLIST (0.50); TELEPHONE CALL LENDER (0.40); LNR, L&W REGARDING CHECKLIST (0.20)	\$764.50
12/2/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.1	DRAFT INTERIM FEE APPLICATION (0.1)	\$69.50
12/2/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	4.2	DRAFT SECOND INTERIM FEE APPLICATION (4.2)	\$1,155.00
12/3/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	0.8	REVIEW KELLEY HOUSE LOAN ASSUMPTION AGREEMENT (0.30); TELEPHONE CALL CARLY WFG, F. GLASSMAN (0.20); CONFERENCE F. GLASSMAN REGARDING CONSTRUCTION LIMITED LIABILITY COMPANY AGREEMENT (0.30)	\$556.00
12/6/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	0.8	EMAILS (0.10); TELEPHONE CALL F. GLASSMAN, L. MARTIN REGARDING CONSTRUCTION LIMITED LIABILITY COMPANY (0.30); LOAN ASSUMPTION DOCUMENTS (0.10); EMAILS (0.10); CONFERENCE F. GLASSMAN REGARDING DOCUMENTS (0.20)	\$556.00
12/6/2010	Glassman	Fredric	\$695.00	038817-0017	2000	0.5	VARIOUS CALLS WITH CLIENT, WILLKIE AND LNR REGARDING CONSENT AND AMENDMENT ISSUES (0.30); REVIEW KH LIMITED LIABILITY COMPANY AGREEMENT (0.20)	\$347.50

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12/6/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.2	DRAFT AND REVISE INTERIM FEE APPLICATION (0.2)	\$139.00
12/6/2010	Tackenberg	Annemarie	\$695.00	038817-0017	2000	1.8	REVIEW AND REVISE INTERIM FEE APPLICATION (1.50); MEET WITH PARALEGAL REGARDING FEE APPLICATION (0.20); EMAIL A.SINGER REGARDING FEE APPLICATION REVISIONS (0.10)	\$1,251.00
12/6/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.6	REVISE SECOND INTERIM FEE APPLICATION (0.50); CORRESPONDENCE WITH A. TACKENBERG REGARDING SAME (0.1)	\$165.00
12/7/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.9	DRAFT AND REVISE INTERIM FEE APPLICATION (0.9)	\$625.50
12/7/2010	Tackenberg	Annemarie	\$695.00	038817-0017	2000	1.4	CONTINUE REVIEW AND REVISIONS OF FEE APPLICATION (1.4)	\$973.00
12/8/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.8	DRAFT AND REVISE INTERIM FEE APPLICATION (0.8)	\$556.00
12/8/2010	Tackenberg	Annemarie	\$695.00	038817-0017	2000	0.2	PHONE CALL WITH G.LUNT AND A.SINGER REGARDING REVISIONS TO FEE APPLICATION (0.2)	\$139.00
12/9/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	0.3	REVIEW CHECKLIST (0.10); EMAILS (0.10); TELEPHONE CALL F. GLASSMAN REGARDING KELLEY HOUSE CLOSING (0.10)	\$208.50
12/9/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.5	PREPARE FEE APPLICATION (0.5)	\$347.50
12/9/2010	Tackenberg	Annemarie	\$695.00	038817-0017	2000	0.3	REVISE FEE APPLICATIONS PER G.LUNT (0.30)	\$208.50
12/9/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.2	EMAILS WITH MARIA D'ONZA AND A. SINGER REGARDING NOVEMBER FEE APPLICATION (0.2)	\$55.00

12/10/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	0.2	TELEPHONE CALL F. GLASSMAN REGARDING CLOSING ITEMS FOR KELLEY HOUSE LOAN ASSUMPTION (0.2)	\$139.00
12/10/2010	Glassman	Fredric	\$695.00	038817-0017	2000	1.4	CALL WITH C. GLOVER REGARDING CONSTRUCTION JV AGREEMENT (0.50); EMAIL CORRESPONDENCE REGARDING KELLEY HOUSE CLOSING (0.20); DRAFT DOCUMENTS AND ATTEND TO LOGISTICS IN PREPARATION FOR KELLEY HOUSE CLOSING (0.70)	\$973.00
12/10/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.3	REVISE FEE APPLICATION AND SUBMIT TO WEIL (0.3)	\$208.50
12/10/2010	Iovino	Delilah	\$275.00	038817-0017	2000	0.8	DISCUSSIONS INTERNALLY AND WITH TITLE COMPANY REGARDING NEW TITLE UPDATES (0.8)	\$220.00
12/13/2010	Glassman	Fredric	\$695.00	038817-0017	2000	1.1	CORRESPONDENCE WITH CLIENT REGARDING KH DOCUMENTS AND LOGISTICS (0.20); REVIEW AND AMEND LIMITED LIABILITY COMPANY AGREEMENTS (0.70); ATTEND TO CLOSING LOGISTICS (0.20)	\$764.50
12/13/2010	Iovino	Delilah	\$275.00	038817-0017	2000	0.6	FOLLOW-UP WITH TITLE COMPANY REGARDING ENDORSEMENTS (0.6)	\$165.00
12/13/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.3	BEGIN TO DRAFT NOVEMBER FEE APPLICATION (0.3)	\$82.50
12/14/2010	Glassman	Fredric	\$695.00	038817-0017	2000	2	CLOSING CHECKLIST CALL WITH LNR (0.80); COORDINATE VARIOUS CLOSING DELIVERABLES (0.30); DRAFT AND COMMENT ON CLOSING DOCUMENTS (0.90)	\$1,390.00
12/14/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.4	CONTINUE TO DRAFT NOVEMBER FEE APPLICATION (0.4)	\$110.00

12/15/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	0.8	CONFERENCE F. GLASSMAN REGARDING CONSENT DOCUMENTS (0.40); SUBORDINATION OF MANAGEMENT AGREEMENT (0.40)	\$556.00
12/15/2010	Glassman	Fredric	\$695.00	038817-0017	2000	2	ATTEND TO VARIOUS CLOSING ISSUES AND LOGISTICS (0.50); REVIEW, DRAFT AND NEGOTIATE KELLEY HOUSE DOCUMENTS (1.0); CALLS WITH BILZIN AND WILLKIE ON SAME (0.50)	\$1,390.00
12/15/2010	Iovino	Delilah	\$275.00	038817-0017	2000	0.9	COORDINATE ENDORSEMENTS AND INVOICE (0.9)	\$247.50
12/15/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.3	EMAILS AND PHONE CALLS WITH M. D'ONZA AND A. SINGER REGARDING NOVEMBER FEE APPLICATION (0.3)	\$82.50
12/16/2010	Glassman	Fredric	\$695.00	038817-0017	2000	1.5	DRAFT VARIOUS KH CLOSING DOCUMENTS (0.80); COORDINATE WITH WILLKIE AND TITLE COMPANY ON SAME (0.20); REVIEW AND CORRESPOND REGARDING TITLE ISSUES (0.20); REVIEW CONSENT DOCUMENTS (0.30)	\$1,042.50
12/16/2010	Iovino	Delilah	\$275.00	038817-0017	2000	1	REVIEW ENDORSEMENTS (0.50), REVIEW OLD POLICIES (0.50)	\$275.00
12/17/2010	Iovino	Delilah	\$275.00	038817-0017	2000	1.9	REVIEW ENDORSEMENTS (0.60); REVIEW NEW DOCUMENTS FROM 2007 (0.60); COORDINATE LENDER'S ENDORSEMENT (0.70)	\$522.50
12/20/2010	Glassman	Fredric	\$695.00	038817-0017	2000	2.2	ATTEND TO VARIOUS CLOSING ISSUES AND LOGISTICS (0.60); REVIEW, DRAFT AND NEGOTIATE KELLEY HOUSE DOCUMENTS AND OPINIONS (1.0); CALLS WITH BILZIN AND WILLKIE ON SAME (0.60)	\$1,529.00
12/20/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.2	EMAIL CORRESPONDENCE WITH M. D'ONZA REGARDING NOVEMBER INVOICE (0.2)	\$55.00

12/21/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	0.4	EMAILS REGARDING CLOSING DOCUMENTS (0.20); TELEPHONE CALL F. GLASSMAN (0.20)	\$278.00
12/21/2010	Glassman	Fredric	\$695.00	038817-0017	2000	3.1	REVIEW, DRAFT AND NEGOTIATE KELLEY HOUSE DOCUMENTS (1.50); CALLS WITH BILZIN, WILLKIE AND CLIENT ON LNR COMMENTS (0.3); DRAFT RESOLUTIONS AND ORGANIZATIONAL DOCUMENTS (1.0); MEETING WITH S. BRESSLER ON SAME (0.30)	\$2,154.50
12/21/2010	Bressler	Shira	\$695.00	038817-0017	2000	3	CONFERENCE WITH F. GLASSMAN REGARDING TRANSACTION (0.30); DRAFT OPERATING AGREEMENTS (1.50); DRAFT AND REVISE RESOLUTIONS (1.2)	\$2,085.00
12/21/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.9	FINISH FEE APPLICATION (0.9)	\$625.50
12/21/2010	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.5	MEET WITH M. D'ONZA REGARDING NOVEMBER INVOICE (0.30); FINALIZE NOVEMBER FEE APPLICATION AND CIRCULATE TO A. TACKENBERG (0.20)	\$137.50
12/22/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	0.4	EMAILS REGARDING CLOSING OF KELLEY HOUSE (0.10); TELEPHONE CALL F. GLASSMAN (0.30)	\$278.00
12/22/2010	Glassman	Fredric	\$695.00	038817-0017	2000	2	REVIEW, DRAFT AND NEGOTIATE KELLEY HOUSE DOCUMENTS (0.50); CALLS WITH BILZIN, WILLKIE AND CLIENT ON LNR COMMENTS (0.50); DRAFT RESOLUTIONS AND ORGANIZATIONAL DOCUMENTS (0.6); MEETING WITH S. BRESSLER ON SAME (0.4)	\$1,390.00

12/22/2010	Bressler	Shira	\$695.00	038817-0017	2000	1.9	CONFERENCE WITH F. GLASSMAN REGARDING TRANSACTION (0.40); DRAFT BACK-UP CERTIFICATE (0.4); DRAFT RESOLUTIONS (0.50); DRAFT OPINION(0.60)	\$1,320.50
12/23/2010	Glassman	Fredric	\$695.00	038817-0017	2000	1	REVIEW, DRAFT AND NEGOTIATE KELLEY HOUSE DOCUMENTS (0.20); CALLS WITH BILZIN, WILLKIE AND CLIENT ON LNR COMMENTS (0.20); DRAFT RESOLUTIONS AND ORGANIZATIONAL DOCUMENTS (0.20); MEETING WITH S. BRESSLER ON SAME (0.40)	\$695.00
12/28/2010	Chadakoff	Richard	\$695.00	038817-0017	2000	0.5	EMAILS REGARDING KELLEY HOUSE CLOSING (0.5)	\$347.50
12/28/2010	Singer	Aaron	\$695.00	038817-0017	2000	0.1	REVIEW EMAIL FROM FORMER FEE AUDITOR (0.1)	\$69.50
12/28/2010	Walch	Christeen	\$695.00	038817-0017	2000	4.3	MEETINGS WITH F. GLASSMAN (1.0); REVIEW LIMITED LIABILITY COMPANY AGREEMENTS (1.50); REVISE AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENTS (1.80)	\$2,988.50
12/29/2010	Glassman	Fredric	\$695.00	038817-0017	2000	1.7	REVIEW, DRAFT AND NEGOTIATE KELLEY HOUSE DOCUMENTS (0.30); CALLS WILLKIE AND CLIENT ON DEAL DOCUMENTS AND KH LOGISTICS (0.50); REVISE VARIOUS CORPORATE DOCUMENTS (0.40); MEETINGS WITH C. WALCH ON DRAFTING DEAL DOCUMENTS (0.50)	\$1,181.50
12/29/2010	Walch	Christeen	\$695.00	038817-0017	2000	3.3	DRAFT RESOLUTION (1.20); RESPOND TO EMAILS (0.50); REVIEWAMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENTS (1.60)	\$2,293.50

12/30/2010	Glassman	Fredric	\$695.00	038817-0017	2000	1	REVIEW, DRAFT AND NEGOTIATE KELLEY HOUSE DOCUMENTS (0.20); CALLS WILLKIE AND CLIENT ON DEAL DOCUMENTS AND KH LOGISTICS (0.10); REVISE VARIOUS CORPORATE DOCUMENTS (0.10); MEETINGS WITH C. WALCH ON DRAFTING DEAL DOCUMENTS (0.60)	\$695.00
12/30/2010	Walch	Christeen	\$695.00	038817-0017	2000	0.6	MEETING WITH F. GLASSMAN TO REVIEW COMMENTS TO AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENTS (0.6)	\$417.00

Time Entries for January 2011

Date of Service	Timekeeper Last Name	Timekeeper First Name	Rate	Matter Number	Task Code	Time (Hours)	Activity Description (Notes)	Total Fees for Each Task
1/3/2011	Chadakoff	Richard	\$695.00	038817-0017	2000	0.6	EMAILS (0.1); TELEPHONE CALL F. GLASSMAN REGARDING CLOSING OF KELLEY HOUSE (0.2); LIENS (0.2); REVIEW SETTLEMENT AGREEMENT (0.1)	\$417.00
1/3/2011	Glassman	Fredric	\$695.00	038817-0017	2000	4.6	REVIEW, DRAFT AND NEGOTIATE KELLEY HOUSE DOCUMENTS (1.0); CALLS WITH BILZIN, WILLKIE AND CLIENT ON OPINIONS, CORPORATE DOCUMENTS AND DEAL DOCUMENTS (1.0); DRAFT VARIOUS CORPORATE DOCUMENTS (1.2); MEETINGS WITH C. WALCH ON DRAFTING DEAL DOCUMENTS (0.7); CALL WITH BILZIN AND WILLKIE REGARDING COMMENTS TO CONSENT, MANAGEMENT CONTRACT AND RESOLUTION OF VARIOUS LENDER REQUESTS (0.7)	\$3,197.00
1/4/2011	Chadakoff	Richard	\$695.00	038817-0017	2000	0.4	TELEPHONE CALL F. GLASSMAN REGARDING UCC'S (0.2); CONFERENCE F. GLASSMAN REGARDING KELLEY HOUSE CLOSING (0.2)	\$278.00
1/4/2011	Glassman	Fredric	\$695.00	038817-0017	2000	1	REVIEW, DRAFT AND NEGOTIATE KELLEY HOUSE DOCUMENTS (0.2); CALL WILLKIE AND CLIENT ON DEAL DOCUMENTS AND KH LOGISTICS (0.3); REVISE VARIOUS CORPORATE DOCUMENTS (0.2); PREPARE CONSENT AGREEMENT MARKUP (0.1); COORDINATE AND REVIEW LIEN SEARCHES (0.1); REVIEW BONEYARD LEASE (0.1)	\$695.00

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1/5/2011	Chadakoff	Richard	\$695.00	038817-0017	2000	0.5	EMAILS REGARDING KELLEY HOUSE CLOSING (0.1); REVIEW SETTLEMENT AGREEMENT (0.4)	\$347.50
1/7/2011	Chadakoff	Richard	\$695.00	038817-0017	2000	1.4	EMAILS REGARDING LOCK BOX (0.2); GUARANTY (0.2); CONFERENCE F. GLASSMAN REGARDING LOAN GUARANTY (KELLEY HOUSE) (0.4); TRANSFER PROVISIONS (0.3); COMMENTS TO LOAN DOCUMENTS (0.3)	\$973.00
1/7/2011	Glassman	Fredric	\$695.00	038817-0017	2000	4.5	REVIEW, DRAFT AND NEGOTIATE KELLEY HOUSE DOCUMENTS (1.5); CALLS WITH BILZIN, WILLKIE AND CLIENT ON OPINIONS, CORPORATE DOCUMENTS AND DEAL DOCUMENTS (0.8); DRAFT VARIOUS CORPORATE DOCUMENTS (1.2); MEETINGS WITH C. WALCH ON DRAFTING DEAL DOCUMENTS (0.5); CALL WITH BILZIN AND WILLKIE REGARDING COMMENTS TO CONSENT, MANAGEMENT CONTRACT AND RESOLUTION OF VARIOUS LENDER REQUESTS (0.5)	\$3,127.50
1/10/2011	Chadakoff	Richard	\$695.00	038817-0017	2000	0.6	TELEPHONE CONFERENCE WITH F. GLASSMAN REGARDING ENFORCEABILITY OPINION (0.2); CLOSING DOCUMENTS FOR KELLY HOUSE (0.2); EMAILS (0.2)	\$417.00
1/10/2011	Glassman	Fredric	\$695.00	038817-0017	2000	3.4	REVIEW, DRAFT AND NEGOTIATE KELLEY HOUSE DOCUMENTS (1.0); CALLS WITH BILZIN, WILLKIE AND CLIENT ON OPINIONS, CORPORATE DOCUMENTS AND DEAL DOCUMENTS; DRAFT VARIOUS CORPORATE DOCUMENTS (1.0); VARIOUS CALLS WITH L. MARTINS REGARDING COMMENTS TO DOCUMENTS, MANAGEMENT CONTRACT AND RESOLUTION OF	\$2,363.00

							VARIOUS LENDER REQUESTS (1.4)	
1/10/2011	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.1	EMAIL CORRESPONDENCE WITH M. D'ONZA REGARDING DECEMBER FEE APPLICATION	\$27.50
1/11/2011	Chadakoff	Richard	\$695.00	038817-0017	2000	0.4	TELEPHONE CONFERENCE WITH F. GLASSMAN REGARDING OPEN ISSUES (0.3); OPINIONS (0.1)	\$278.00
1/12/2011	Chadakoff	Richard	\$695.00	038817-0017	2000	0.6	KELLY HOUSE EMAILS (0.3); TELEPHONE CONFERENCE F. GLASSMAN REGARDING COMCAST "MARK-UP"(0.3)	\$417.00
1/12/2011	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.1	EMAIL CORRESPONDENCE WITH A. SINGER REGARDING DECEMBER FEE APPLICATION	\$27.50
1/13/2011	Glassman	Fredric	\$695.00	038817-0017	2000	1.2	PREPARE MARKUPS AND NOTES IN PREPARATION FOR CALL WITH WORKING GROUP (0.5); CALL WITH ENTIRE WORKING GROUP ON COMMENTS TO CONSENT AGREEMENT (0.7)	\$834.00
1/13/2011	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	2	PREPARE DECEMBER FEE APPLICATION AND EMAIL CORRESPONDENCE WITH A. SINGER AND A. TACKENBERG REGARDING SAME	\$550.00
1/14/2011	Chadakoff	Richard	\$695.00	038817-0017	2000	0.4	REVIEW OPEN ISSUES REGARDING CONSENT DOCUMENTS	\$278.00
1/14/2011	Glassman	Fredric	\$695.00	038817-0017	2000	0.4	CALLS WITH WILLKIE REGARDING REVISED STRUCTURE CHART (0.2); CALL WITH LAURINDA REGARDING MA OPINION ISSUES (0.2)	\$278.00
1/18/2011	Tackenberg	Annemarie	\$695.00	038817-	2000	1	REVIEW AND REVISE MONTHLY FEE APPLICATION (1.0)	\$695.00

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1/18/2011	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.1	REVIEW FEE APPLICATION (0.10)	\$27.50
1/19/2011	Glassman	Fredric	\$695.00	038817-0017	2000	1.2	PREPARE MARKUPS AND NOTES IN PREPARATION FOR CALL WITH WORKING GROUP (0.5); CALL WITH ENTIRE WORKING GROUP ON COMMENTS TO CONSENT AGREEMENT(0.7)	\$834.00
1/20/2011	Singer	Aaron	\$695.00	038817-0017	2000	0.2	REVIEW MONTHLY FEE APPLICATION	\$139.00
1/20/2011	Tackenberg	Annemarie	\$695.00	038817-0017	2000	0.1	EMAIL A.SINGER AND L.LOZOVOTSKAYA REGARDING FEE APPLICATION (0.1)	\$69.50
1/20/2011	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.3	REVIEW DECEMBER FEE APPLICATION AND EMAIL CORRESPONDENCE REGARDING SAME	\$82.50
1/22/2011	Singer	Aaron	\$695.00	038817-0017	2000	0.2	FINALIZE MONTHLY FEE APPLICATION	\$139.00
1/24/2011	Singer	Aaron	\$695.00	038817-0017	2000	0.2	FINALIZE FEE APPLICATION	\$139.00
1/24/2011	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.7	FINALIZE FEE APPLICATION AND ARRANGE FOR SERVICE	\$192.50
1/26/2011	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.2	ARRANGE FOR ADDITIONAL SERVICE OF FEE APPLICATION	\$55.00
1/27/2011	Lozovatskaya	Yelizaveta	\$275.00	038817-0017	2000	0.2	EMAIL CORRESPONDENCE WITH AUDITOR AND A SINGER REGARDING FEE APPLICATION (0.1), PREPARE AND SEND AUDITOR FEE APPLICATION (0.1)	\$55.00
1/28/2011	Glassman	Fredric	\$695.00	038817-0017	2000	1.9	DRAFT, REVISE AND NEGOTIATE VARIOUS CLOSING DOCUMENTS FOR KH LOAN ASSUMPTION (1.2); CALL WITH CLIENT AND BILZIN ON SAME (0.7)	\$1,320.50

1/31/2011	Glassman	Fredric	\$695.00	038817-0017	2000	0.7	NEGOTIATE DOCUMENTS AND CALLS WITH CLIENT	\$486.50
Total Time:						29.2	Total Fees:	\$18,740.00

EXHIBIT B

Summary of Expenses by Month

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Month	Expense Category	Total
October	Telephone	\$8.46
October	Telephone	\$3.29
October	Federal Express	\$6.67
October	Federal Express	\$6.47
October	Federal Express	\$6.47
October	Federal Express	\$7.69
October	Federal Express	\$6.47
October	Federal Express	\$6.47
October	Telephone	\$2.84
October	Meals – Local	\$14.70 ¹
October	Ground Transportation – Local	\$20.00 ²
October	Parking – Local	\$30.00 ³
October	Photocopying	\$0.17
October	Photocopying	\$0.51
October	Photocopying	\$3.06
October	Photocopying	\$10.37
October	Photocopying	\$0.34
October	Photocopying	\$9.52
	Subtotal	\$143.50
November	Telephone	\$1.15
November	Telephone	\$1.41
November	Photocopying	\$7.65
November	Federal Express	\$6.49
November	Federal Express	\$7.72
November	Federal Express	\$0.84
November	Meal Services - After Hours Meal	\$25.00 ⁴
	Subtotal	\$50.26
December	Telephone	\$5.64

¹ This charge was posted after the September deadline and appeared on the October Monthly Fee Application

² This charge was posted after the September deadline and appeared on the October Monthly Fee Application

³ This charge was posted after the September deadline and appeared on the October Monthly Fee Application

⁴ This charge was posted after the September deadline and appeared on the November Monthly Fee Application.

December	Telephone	\$13.09
December	Telephone	\$3.76
December	Federal Express	\$7.35
December	Federal Express	\$7.35
December	Federal Express	\$7.35
December	Federal Express	\$7.35
December	Federal Express	\$7.35
December	Ground Transportation – Local	\$8.50
December	Photocopying	\$0.85
December	Global Document Support	\$24.00
	Subtotal	\$92.59
January	Telephone	\$1.41
January	Telephone	\$14.55
January	Telephone	\$0.94
January	Federal Express	\$7.67
January	Federal Express	\$7.67
January	Federal Express	\$7.67
January	Federal Express	\$7.67
January	Federal Express	\$7.67
January	Photocopying	\$10.20
	Subtotal	\$65.45
	TOTAL	\$351.80

EXHIBIT C

Summary Materials of Latham & Watkins LLP for the Seventh Interim Period

EXHIBIT C

Summary Materials of Latham & Watkins LLP for the Seventh Interim Period

Name of Applicant:	Latham & Watkins LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	Approved on May 18, 2010 <i>Nunc Pro Tunc</i> to March 1, 2010
Period for which Compensation and Reimbursement is Sought:	October 1, 2010 - January 31, 2011
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$89,101.50, 80% of which is \$71,281.20 ¹
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$351.80
Total Amount Sought:	\$89,453.30

¹ Fees are based on the 2010 hourly rate of Latham & Watkins LLP. Such discounted rates have been applied pursuant to an agreement between Latham & Watkins LLP and the United States Trustee and only apply to the matter addressed in this Seventh Interim Fee Application of Latham & Watkins LLP for Compensation and Reimbursement of Expenses (Matter No. 043608-0005).

**SUMMARY OF MONTHLY FEE STATEMENTS
DURING THE SEVENTH INTERIM FEE PERIOD**

Date Served	Period	Requested		Paid	
		Fees	Expenses	Fees	Expenses
11/30/2010	10/1/2010- 10/31/2010	\$31,011.50	\$173.50	\$24,809.20	\$173.50
12/22/2010	11/1/2010- 11/30/2010	\$4,497.00	\$50.26	\$3,597.60	\$50.26
1/24/2011	12/1/2010- 12/31/2010	\$34,853.00	\$92.59	\$27,882.40	\$92.59
2/25/2011	1/31/2011- 1/31/2011	\$18,740.00	\$65.45	\$15,633.60 ²	\$65.45
		Total Fees Requested:	Total Expenses Requested:	Total Fees Paid:	Total Expenses Paid:
		\$89,101.50	\$351.80	\$71,922.80	\$381.80

² As conveyed to the U.S. Trustee and the Fee Committee by Latham by email on March 28, 2011, Latham was overpaid for its January 2011 fees in the amount of \$641.60. This overpayment was based on the fact that the Fee Committee approved Latham's January 2011 fee application prior to the amendment of that application to account for Latham's agreement to charge discounted rates for services rendered in 2011. The amended January 2011 monthly application—which was sent to the U.S. Trustee and the Fee Committee on March 21, 2011—accounted for a reduction in fees by a total of \$802.00. We believe the \$641.60 overpayment received by Latham represents 80% of that \$802.00. In order to address the overpayment, we propose a deduction of \$641.60 from the 20% holdback.

**SUMMARY OF PROFESSIONALS PROVIDING SERVICES
FROM OCTOBER 1, 2010 THROUGH JANUARY 31, 2011**

Name of Professional	Title	Year Admitted	Billing Rate	Total Hours	Total Amount Billed
Richard Chadakoff	Partner	1973	\$695.00	23.0	\$15,985.00
Lisa Watts	Partner	2000	\$695.00	1.5	\$1,042.50
Fredric Glassman	Associate, Sr.	2005	\$695.00	51.8	\$36,001.00
Shira Bressler	Associate, Jr.	2009	\$695.00	4.9	\$3,405.50
Jocelyn Noll	Associate, Jr.	2002	\$695.00	3.2	\$2,224.00
Aaron Singer	Associate, Jr.	2008	\$695.00	9.1	\$6,324.50
Annemarie Tackenberg	Associate, Jr.	2010	\$695.00	11.3	\$7,853.50
Christeen Walch	Associate, Jr.	2010	\$695.00	8.2	\$5,699.00
Elaine Wang	Associate, Jr.	2007	\$695.00	2.7	\$1,876.50
Delilah Iovino	Paralegal	N/A	\$275.00	12.3	\$3,382.50
Mark Leskiw	Paralegal	N/A	\$275.00	0.4	\$110.00
Yelizaveta Lozovatskaya	Paralegal	N/A	\$275.00	18.9	\$5,197.50
			Blended Rate¹: \$695.00	Total Hours: 147.3	Total Fees: \$89,101.50

¹ Blended rate excludes paraprofessionals.

SUMMARY OF DISBURSEMENTS BILLED
FROM OCTOBER 1, 2010 THROUGH JANUARY 31, 2011

Expense Category	Total Expenses
Federal Express	\$130.39
Global Document Support	\$24.00
Ground Transportation – Local	\$28.50
Meal Services	\$27.13
Meals – Local	\$14.70
Parking – Local	\$30.00
Photocopying	\$42.67
Telephone Services	\$56.54
Total:	\$351.80

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EXHIBIT D

Lunt Certification

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LATHAM & WATKINS LLP
Richard L. Chadakoff
Gregory O. Lunt
Aaron M. Singer
885 Third Avenue
New York, New York 10022
Telephone: (212) 906-1200
Facsimile: (212) 751-4864

*Special Counsel for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.**

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**CERTIFICATION OF GREGORY O. LUNT IN SUPPORT OF THE
APPLICATION OF LATHAM & WATKINS LLP FOR ALLOWANCE
OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE SEVENTH INTERIM PERIOD**

I, Gregory O. Lunt, hereby certify that:

1. I am a partner in the firm of Latham & Watkins LLP ("Latham" or the "Applicant") and am responsible for ensuring compliance with the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Amended Guidelines"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, adopted on January 30, 1996 (the "UST Guidelines") and the Third Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of

Expenses of Professionals (the “Third Amended Interim Compensation Order”, and collectively with the Amended Guidelines and UST Guidelines, the “Guidelines”).

2. This Certification is made in respect of the Application of Latham & Watkins LLP for Allowance of Compensation and Reimbursement of Expenses for the Seventh Interim Period (the “Application”)¹ of Latham:

3. In accordance with the Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information and belief formed after reasonable inquiry, and except as otherwise set forth in this Certificate or the Application, the fees and disbursements sought fall within the Guidelines;
- c. the fees and disbursements sought are billed at Latham’s 2010 hourly billing rates, and are in accordance with the practices customarily employed by Latham and generally accepted by Latham’s clients during the year 2010²;
- d. in seeking reimbursement for the disbursements sought herein, Latham has not made a profit on that service whether the disbursement was for services performed by Latham in-house or through a third party;
- e. Latham has complied with the provisions requiring it to provide the Debtors, counsel to the Debtors, counsel to the Official Committee of Unsecured Creditors and the United States Trustee with, on a monthly basis, a statement of Latham’s fees and disbursements accrued during the previous month. In some instances, Latham has complied by supplying these parties with statements of fees and disbursements covering two, three or four month periods, with such fees and disbursements broken out into one-month summaries. In some instances Latham has not provided a statement of fees and disbursements accrued during a particular month within 20 days after the end of such month. In every instance in which such grouped statements were presented and in every instance in which

¹ Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Application.

² Fees charged for January 2011 are based on the 2010 hourly rates of Latham. Such discounted rates have been applied pursuant to an agreement between Latham and the United States Trustee and only apply to the matter addressed in this Seventh Interim Fee Application of Latham & Watkins LLP for Compensation and Reimbursement of Expenses (Matter No. 043608-0005). Latham’s ordinary billing rates for the year 2011 are higher than the rates charged for the services covered by the Application.

statements were provided more than 20 days after the end of each month, Latham sought and was given the prior consent of the U.S. Trustee and the Fee Committee; and

- f. Latham has complied with the provisions requiring it to provide the Debtors, counsel to the Debtors, counsel to the Official Committee of Unsecured Creditors and the United States Trustee with a copy of the Application by serving a copy of this Application upon Weil upon information and belief that Weil has offered and agreed to file and serve this Application, on behalf of Latham, upon (i) the Debtors; (ii) counsel for the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP; and (iii) the Office of the United States Trustee for the Southern District of New York.

4. With respect to the attorneys' fees and expenses agreed to be paid by the Debtors to the undersigned:

- i. The Debtors have agreed to seek approval for Latham's customary fees calculated at the applicable billable rate³ multiplied by the number of hours expended for legal services rendered or to be rendered in contemplation of and in connection with the above-referenced bankruptcy case.

- ii. The amount of fees requested from October 1, 2010 through January 31, 2011 is \$89,101.50.

- iii. The unpaid balance with respect to the payment of the actual fees and expenses Latham incurred in connection with the cases is \$17,820.30⁴, for which Latham seeks

³ Fees charged for January 2011 are based on the 2010 hourly rates of Latham. Such rates have been applied pursuant to an agreement between Latham and the United States Trustee and only apply to the matter addressed in the Application.

⁴ The Third Amended Interim Compensation Procedures Order authorizes the Debtors to pay professionals eighty percent (80%) of fees requested in each Monthly Statement, if no objection was made to such Monthly Statement. No objections having been made to its monthly statements, Latham received \$71,663.00 as compensation for its fees and expenses from October 1, 2010 through January 31, 2011. Therefore, Latham's unpaid balance includes only the twenty percent (20%) holdback authorized by the Third Amended Interim Compensation Procedures Order.

an award of interim compensation for the period of October 1, 2010 – January 31, 2011 in the amount of \$17,148.70⁵.

iv. The amount of expenses requested from October 1, 2010 through January 31, 2011 for representation is \$351.80⁶.

5. The undersigned has received no transfer, assignment or pledge of property.

6. The undersigned has not shared or agreed to share with any other person any compensation paid or to be paid except pursuant to the Partnership Agreement of Latham.

This 30th day of March, 2011.

LATHAM & WATKINS LLP

By: /s/ Gregory O. Lunt
Gregory O. Lunt

*Special Counsel for Debtors
and Debtors in Possession*

⁵ The difference between the unpaid balance (\$17,820.30) and the amount that Latham requests by this Application (\$17,148.70) is based on the deduction of the \$30.00 payment for overtime in the October 2010 application and the deduction of the \$641.60 overpayment under Latham's January 2011 fee application.

⁶ This amount accounts for the reduction in expenses by \$30.00 for overtime that was charged in Latham's October 2010 fee application.

EXHIBIT E

Proposed Form of Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.**

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**ORDER AWARDING INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES TO LATHAM & WATKINS LLP**

Upon consideration of the Application of Latham & Watkins LLP for Allowance of Compensation and Reimbursement of Expenses for the Seventh Interim Period (the “Application”), dated March 30, 2011, relating to the above-referenced bankruptcy case for the period from October 1, 2010 through January 31, 2011 (the “Seventh Interim Period”) for the (i) allowance of compensation for professional services performed by Latham & Watkins LLP (“Latham”) during the Seventh Interim Period in the total amount of \$89,101.50; (ii) allowance of Latham’s actual and necessary expenses incurred during the Seventh Interim Period in the total amount of \$351.80; and (iii) payment of the twenty percent (20%) holdback withheld from payments of the Monthly Fee Statements, and after notice and hearing thereon, and sufficient cause appearing therefore, and capitalized terms used in this Order being given the same meanings as are ascribed to those terms in the Application, it is hereby

ORDERED that the Application is hereby granted; and it is further

ORDERED that Latham is authorized to apply against such amounts the amounts previously paid to it in respect of the Seventh Interim Period pursuant to the Third Amended Interim Compensation Order (as such terms are defined in the Application); and it is further

ORDERED that the Debtors pay to Latham the twenty percent (20%) holdback withheld from the payment of monthly statements, less \$30.00 for the overpayment of expenses and \$641.60 for the overpayment of fees, for a total payment of \$17,148.70.

This ___ day of _____, 2011.

THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

Prepared and presented by:

LATHAM & WATKINS LLP

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- and -

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